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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# **ATTENTION**

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Failure to file notice in the appropriate states will not result in the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

OMB APPROVAL
OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							
DATE RECEIVED							

Name of Offering ([] check if this is an amendment and name has changed, and 179D, Ltd.	d indicate change.)
Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 apply):	[ ] Section 4(6) [ ] ULOE
Type of Filing: [ X ] New Filing [ ] Amendment	PROCESSE
A. BASIC IDENTIFICATION DATA	R 1111 1 7 2013
Enter the information requested about the issuer	THOUSON.
Name of Issuer ([ ] check if this is an amendment and name has changed, and 179D, Ltd.	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code) 325 Miron, Suite 100, Southlake, Texas 76092 (817) 329-2929	Telephone Number
Address of Principal Business Operations (Number and Street, City, State, Zip (Including Area Code) (if different from Executive Offices) Same	Code) Telephone Number
Brief Description of Business The partnership is being formed for the principal p developing property located in Tarrant County, Texas.	ourpose of purchasing and

Tage 2 of 10

Type of Business Organization [ ] business trust	[ ] limited partnership, already formed [ X ] limited partnership, to be formed	[ ] other (please specify):
Actual or Estimated Date of	Month Yea  of Incorporation or Organization: [0]1] [0]6	••
	on or Organization: (Enter two-letter U.S. Postal Se CN for Canada; FN for other foreig	ervice abbreviation for State:

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

### 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

[ ] Executive [ ] Director [ X ] General and/or Check Box(es) that [X] Promoter [] Beneficial Managing Officer Apply: Partner Full Name (Last name first, if individual) 179D GP, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 325 Miron, Suite 110, Southlake, Texas 76092 Check Box(es) that [X] Promoter [] Beneficial [ ] Executive [X] Director [] General and/or Apply: Owner Officer Manager Managing Partner Full Name (Last name first, if individual) Stonaker, William E. Business or Residence Address (Number and Street, City, State, Zip Code) 325 Miron, Suite 110, Southlake, Texas 76092 Check Box(es) that [X] Promoter [] Beneficial [ ] Executive [X] Director [ ] General and/or Owner Officer Apply: Manager Managing Partner Full Name (Last name first, if individual) Chaknova, David Business or Residence Address (Number and Street, City, State, Zip Code) 1007 Pearl Street, Suite 260, Denver, Colorado 80302 Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive [ ] Director [ ] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive [ ] Director [ ] General and/or Officer Apply: Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

[ ] Promoter [ ] Beneficial [ ] Executive [ ] Director [ ] General and/or

Officer

Owner

Full Name (Last name first, if individual)

Check Box(es) that

Apply:

Managing Partner

Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive [ ] Director [ ] General and/or Owner Officer Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.) **B. INFORMATION ABOUT OFFERING** 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this Yes No offering?..... [ ] [ X ] Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?..... \$ 100 Yes No 3. Does the offering permit joint ownership of a single unit?..... [ X 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) N/A ("Issuer Sold") Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ...... ſ All States [GA] [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] IORI [PA] [RI] [SC] [SD] [TN] [XT] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States) [ ] All States								ates				
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ...... All States [AZ] [GA] [AL] [AK] [CO] (DE) [DC] [HI] [ID] [AR] [CA] [FL] [IL] [IN] [Al] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [OM] [NJ] [MM] [NC] [OR] [PA] [MT] [NE] [NV] [NH] [NY] [ND] [OH] [OK] [RI] [SC] [SD] [UT] [VA] [WV] [WI] [WY] [PR] [TN] [XT] [VT] [WA]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$-0-	\$-0-
Equity	\$-0-	\$-0-
[ ] Common [ ] Preferred		
Convertible Securities (including warrants)	<b>\$-</b> 0-	\$-0-
Partnership Interests	\$895,220	\$895,220
Other (Specify).	\$-0-	\$-0-
Total	\$ 895,220	\$895,220

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or zero."

Number Aggregate Investors Dollar

Non-accredited Investors.  Total (for filings under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering.  Classify securities by type listed in Part C-Question 1.  Type of offering Rule 505  Regulation A  Rule 504  Total  A. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs Engineering Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Total  D. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished and sets the "adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate.  Salaries and fees  Salaries an	Accredited Investors	-0-	Amount of Purchases \$-0-
Total (for filings under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.  Type of offering Rule 505  Regulation A Rule 504  Rule 504  A. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs  Legal Fees  Accounting Fees Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Total  b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to			•
Answer also in Appendix, Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.  Type of offering Rule 505 Regulation A Rule 506 Regulation A Rule 50		_	
requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.  Type of offering Rule 505		v	, ,
Type of offering Rule 5050- \$-0- \$-0- Regulation A Rule 5040- \$-0- \$-0- \$-0- \$-0- \$-0- \$-0- \$	requested for all securities sold by the issuer, to date, in offerings of the indicated, the twelve (12) months prior to the first sale of securities in this	types	
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Rule 505	Type of offering	Security	
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Rule 504		<u>.</u>	
Total			•
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees		•	·
distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees [x] \$ 0 Printing and Engraving Costs [x] \$ 0 Legal Fees [x] \$ 0 Accounting Fees [x] \$ 0 Engineering		~	4 5
Printing and Engraving Costs	distribution of the securities in this offering. Exclude amounts relating solo organization expenses of the issuer. The information may be given as su future contingencies. If the amount of an expenditure is not known, furnis	ely to bject to	
Printing and Engraving Costs	Transfer Agent's Fees	[x]\$_	0
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Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Total  Total  Description  Total  Description  Total  Description	_		
Other Expenses (identify)  Total  Total  Description  Total  Description  Total  Description  Description  Total  Description  Total  Description  Description  Description  Total  Description  Descrip			
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Payments to Officers, Payments Directors, & To Affiliates Others  Salaries and fees \$-0-\$-0-\$-0-  Purchase of real estate \$-0-\$895,220  Purchase, rental or leasing and installation of machinery and equipment \$-0-\$-0-\$-0-\$-0-\$-0-\$-0-\$-0-\$-0-\$-0-\$-0			
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			
C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	TOTAL	[Δ]Ψ_	
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Directors, & To Affiliates Others  Salaries and fees [x] [x] [x] \$-0- \$-0-  Purchase of real estate [x] [x] [x] \$-0- \$895,220  Purchase, rental or leasing and installation of machinery and equipment [x] [x] [x] \$-0- \$-0-		•	_
Salaries and fees       [X]       [X]         Purchase of real estate       [X]       [X]         Purchase, rental or leasing and installation of machinery and equipment       [X]       [X]         and equipment       \$-0-       \$-0-		Directors, & To	•
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Purchase, rental or leasing and installation of machinery [x] [x] and equipment \$-0-	Purchase of real estate		95,220
		[x] [x]	
=	Construction or leasing of plant buildings and facilities	[x] [x]	

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

See Appendix, Column 5, for state response.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
179D, Ltd.	William Eltonola	6-8-05
Name of Signer (Print or Type) 179D GP, L.L.C.,	Title of Signer (Print or Type)	
General Partner	William E. Stonaker, Manage	er

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX				
1	Intend to non-acconvestors (Part B-I	credited in State	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of mount pur (Part	5 Disqualit under Sta (if yes, explana waiver g (Part E-I	fication te ULOE attach ition of ranted)		
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